

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST
APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“BL”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Committee”), in respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the “Fee and Disbursement Guidelines”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases Adopted by the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of BL's application dated November 16, 2009 (the "Application") for interim compensation and reimbursement of expenses for the period commencing June 10, 2009 through and including September 30, 2009 (the "Compensation Period") in accordance with the Guidelines.

3. In respect of section A.2 of the Fee and Disbursement Guidelines, I certify that as of the time the Application was filed, the chair of the Committee was unable to review the Application.

4. In respect of section B.1 of the Local Guidelines, I certify that:

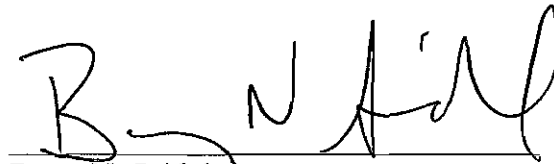
- a. I have read the application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by the applicant in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a copy of the Application

6. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a statement of BL's fees and disbursements accrued during the previous month, except that the statement of its fees and expenses for the month of June was provided at the end of September.

7. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, the chair of the Committee, and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on November 6, 2009.

Dated: New York, New York
November 16, 2009


Barry N. Seidel